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UNITED STATES DISTRICT COURT

SOUTHERN DISTRICT OF NEW YORK

-----x Case No. 06-CV-8152 (LBS)

MASSIVEMEDIA, INC. :
Plaintiff : REPLY TO COUNTERCLAIM
- against - :
: NATIONAL MEDIA SERVICES, INC.;
ERIC DRUCKER; and JAMES P. FREELEY, :
Defendants. :
-----x

Plaintiff Massivemedia, Inc., by its undersigned attorneys, as and for its reply to the counterclaim of defendant James P. Freeley, states as follows:

1. Denies the allegations contained in paragraphs 113 through 128 of the counterclaim.

As a First Defense

2. Freeley does not plead the existence of a federal question or diversity of citizenship, and this Court lacks jurisdiction over the subject matter of the counterclaims.

As a Second Defense

3. The counterclaims fail to state claims upon which relief can be granted.

As a Third Defense

4. Freeley has failed to join a necessary party, YPG Media, LLC ("YPG"), a company engaged by plaintiff that provided certain services of Freeley.

As a Fourth Defense

5. Plaintiff has paid YPG, at the direction of Freeley, \$2,500 on February 14, 2006; \$2,500 on February 27, 2006; \$2,500 on March 14, 2006; \$2,520 on March 30, 2006; \$3,648.91 on April 13, 2006; \$2,656.27 on April 28, 2006; \$1,547.97 on May 17, 2006; \$2,500 on June 1, 2006; \$2,500 on June 15, 2006; and \$2,500 on June 29, 2006, as well as other amounts, and does not owe YPG or Freeley any additional amounts.

As a Fifth Defense

6. Freeley and YPG abandoned their relationship with plaintiff without completing the work they agreed to perform, and are not entitled to any additional amounts.

WHEREFORE, plaintiff Massivemedia Inc. demands judgment dismissing the counterclaim with prejudice, for the costs and disbursements of this action, and for such other and further relief which to the Court seems just and proper.

Dated: December 6, 2006

ARTHUR R. LEHMAN, L.L.C.

By /s/ Arthur R. Lehman
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